

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W. R. GRACE & CO., et al., ) Case No. 01-01139 (JKF)  
Debtors. ) Jointly Administered  
Re: 5/15/06 Agenda Item 8  
Docket No. 12224

NOTICE OF FILING ASSET PURCHASE AGREEMENT

PLEASE TAKE NOTICE that attached as Exhibit A to this Notice is the Asset Purchase Agreement by and between Basell USA Inc. and W. R. Grace & Co. - Conn entered on May 2, 2006.

Dated: May 11, 2006

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